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Attorneys for USA Commercial Mortgage Company

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor.

Chapter 11

In re:
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,
Debtor.

Jointly Administered Under
Case No. BK-S-06-10725 LBR

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.

In re:
USA SECURITIES, LLC,
Debtor.

NOTICE OF WITHDRAWAL OF:
MOTION TO SELL UNDER SECTION
363 ALL COMMERCIAL MORTGAGE
ASSETS OF DEBTOR USA
COMMERCIAL MORTGAGE
COMPANY IN THE PLACER
VINEYARDS LOANS

Affects:

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

Hearing Date: April 27, 2007

Hearing Time: 9:30 a.m.

1 USA Commercial Mortgage Company (“USACM”), by and through its undersigned
 2 counsel, along with the USACM Liquidating Trust (the “USACM Trust”), by and through its
 3 undersigned counsel, HEREBY JOINTLY WITHDRAW the “Motion to Sell Under Section 363
 4 All Commercial Mortgage Assets of Debtor USA Commercial Mortgage Company in the Placer
 5 Vineyard Loans to Compass USA SPE, LLC” (the “Motion”) [Docket No. 3037], and HEREBY
 6 GIVE NOTICE OF SUCH WITHDRAWAL.

7 The Motion, which was filed on March 9, 2007, by USACM with the support of the
 8 USACM Trust, was initially heard on March 15, 2007, and a continued hearing on the Motion was
 9 held on April 9, 2007. At the April 9, 2007 hearing, the Court indicated that unless the Motion
 10 was withdrawn, a further hearing on the Motion would be held on April 27, 2007 at 9:30 a.m.
 11 Accordingly, the April 27, 2007 hearing and all related deadlines may be vacated.

12 Based on changed circumstances, including the recent involuntary Chapter 11 bankruptcy
 13 case filed against USA Investment Partners (“USAIP”) in this Court and the appointment of an
 14 interim trustee for USAIP, USACM and the USACM Trust believe it is no longer appropriate to
 15 sell the “Placer Vineyards Commercial Mortgage Assets” (as defined in the Motion) from the
 16 USACM estate, and therefore withdraw the Motion.

17 Accordingly, effective immediately upon the filing of this Notice of Withdrawal pursuant
 18 to the terms of the “Stipulation and Order Postponing the Transfer of USACM’s Rights and Assets
 19 Relating to the Placer Vineyards Loans to the USACM Trust” [Docket No. 3031 entered March 9,
 20 2007], the Placer Vineyards Commercial Mortgage Assets are transferred to the USACM Trust in
 21 accordance with the Debtors’ Third Amended Joint Plan of Reorganization (the “Plan”), the Order

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SCHWARTZER & MCPHERSON LAW
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1 Confirming the Plan [Docket No. 2376, entered January 8, 2007], and the Order Granting Second
2 Joint Motion for Order for Implementation of Confirmed Plan [Docket No. 2987, entered March 5,
3 2007].

4 Dated: April 11, 2007.

6 /s/ Jeanette E. McPherson

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18 and

19 /s/ Rob Charles

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